

# Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

JAMES J. TRABUCCO  
SENIOR GENERAL ATTORNEY  
(415) 541-1768

No. \_\_\_\_\_  
Date **FEB 18 1983**  
Fee \$ **50.00**  
ICC Washington, D. C.

February 16, 1983

Ms. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue  
Washington, D.C. 20423

3-049A059  
RECORDATION NO. 5919-A  
FEB 18 1983 - 11 25 AM  
INTERSTATE COMMERCE COMMISSION  
RECEIVED  
FEB 18 11 29 AM '83

RE: ICC Finance Docket No. 26436 ---  
Southern Pacific Transportation Company  
Equipment Trust Agreement, Series No. 49

Dear Ms. Mergenovich:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and three (3) fully executed counterparts of Officer's Certificate as to the Type, Cost and Fair Value of Certain Railroad Equipment to be Acquired for Southern Pacific Transportation Company Equipment Trust, Series No. 49, dated as of January 31, 1983, to Equipment Trust Agreement dated as of December 15, 1970, creating Southern Pacific Transportation Company Equipment Trust, Series No. 49, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of December 15, 1970, recorded on January 7, 1971, at 1:30 PM, assigned Recordation No. 5919;

First Supplement to Equipment Trust Agreement dated as of October 1, 1972, recorded on January 3, 1973, at 11:30 AM, assigned Recordation No. 5919-A;

Second Supplement to Equipment Trust Agreement dated as of November 1, 1974, recorded on December 26, 1974, at 1:15 PM, assigned Recordation No. 5919-B;

Third Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 14, 1979, at 4:10 PM, assigned Recordation No. 5919-C; and

Fourth Supplement to Equipment Trust Agreement dated as of August 1, 1982, recorded on August 16, 1982, at 2:15 PM, assigned Recordation No. 5919-D.

*Copy to [illegible]*

Ms. Agatha L. Mergenovich  
Page Two  
February 16, 1983

In connection with the recording of the Officer's Certificate dated as of January 31, 1983, to the Equipment Trust Agreement dated December 15, 1970, the following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.  
Fifteenth and Chestnut Streets  
Philadelphia, Pennsylvania 19101

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

General Description of Equipment  
Covered by Officer's Certificate:

5	70-ton, 62' flat cars; ACF Industries, Inc., builder; lettered SP and numbered 509711, 509712, 509714, 509716 and 509717.
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When the recording of the Officer's Certificate to Equipment Trust Agreement has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you by our representative herewith, and return two of the same to her.

Very truly yours,

  
James J. Trabucco

Enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

2/18/83

OFFICE OF THE SECRETARY

**James J. Trabucco**  
**Southern Pacific Transportation Co.**  
**Southern Pacific Building**  
**One Market Plaza**  
**San Francisco, Calif. 94105**

Dear

**Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **2/18/83** at **11:30am**, and assigned re-recording number(s).

**5919-E, 6058-D, 6102-D, 6391-D, 8321-C**

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

SE-30  
(7/79)

FEB 18 1983 11 35 AM

OFFICER'S CERTIFICATE OF COST AND FAIR VALUE  
OF CERTAIN RAILROAD EQUIPMENT TO BE ACQUIRED FOR  
SOUTHERN PACIFIC TRANSPORTATION COMPANY  
EQUIPMENT TRUST, SERIES NO. 49

TO: First Pennsylvania Bank, N.A. (formerly The First  
Pennsylvania Banking and Trust Company), as Trustee  
under Southern Pacific Transportation Company Equipment  
Trust, Series No. 49, dated as of December 15, 1970

I, D. E. ENRIGHT, Assistant Treasurer of Southern Pacific  
Transportation Company (hereinafter called the "Company"),  
hereby certify that the cost and fair value of the following  
described railroad equipment to be acquired for Southern  
Pacific Transportation Company Equipment Trust, Series No. 49,  
are as set forth below:

<u>Number of Units</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Value as of July 31, 1982</u>
5	70-ton, 62' flat cars; ACF Industries, Inc., builder; lettered SP and numbered 509711, 509712, 509714, 509716 and 509717.	\$76,139	\$42,739


I further certify that the foregoing equipment is standard-  
gauge railroad equipment, other than passenger cars and work  
equipment, put into operation after November 30, 1970.

The foregoing equipment shall replace units of equipment  
transferred to Equipment Trust Series No. 49 as of August 1, 1982  
(Fourth Supplement to Equipment Trust), as follows:

<u>Number of Units</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Value as of July 31, 1982</u>
3	100-ton hopper cars; Green- ville Steel Car Company, builder; lettered SP and numbered 465145 to 465147.	\$60,121.67	\$41,484

IN WITNESS WHEREOF, I have hereunto subscribed my name  
and caused the seal of the Company to be hereunto affixed  
this 31st day of January, 1983.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By   
Assistant Treasurer

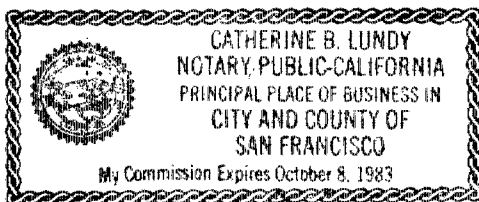
APPROVED AND ACKNOWLEDGED:

By   
First Pennsylvania Bank, N.A.

DATED: 2/9/83

STATE OF CALIFORNIA )  
 ) ss.  
CITY AND COUNTY OF SAN FRANCISCO )

On this 31st day of January, 1983, before me personally appeared D. E. ENRIGHT, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of SOUTHERN PACIFIC TRANSPORTATION COMPANY; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Catherine B. Lundy  
Notary Public